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Stella International Holdings Limited
九興控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1836)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Stella International Holdings Limited (the “**Company**”) will be held at the Company’s conference room at Suites 3003-04, 30/F, Tower 2, The Gateway, 25 Canton Road, Tsimshatsui, Kowloon, Hong Kong at 3:00 p.m. on Wednesday, 30 December 2009 to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the framework materials sale and purchase agreement in relation to the purchase of tannery (the “**Simona Framework Purchase Agreement**”) dated 21 May 2007 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company and 興昂制革(惠州)有限公司 (Simona Tannery Co., Ltd.) and to be automatically renewed for a term of three years from 1 January 2010 to 31 December 2012, the transactions contemplated thereby and the expected annual caps of US\$35,000,000, US\$45,000,000 and US\$50,000,000 for each of the three years ending 31 December 2012, respectively, in respect of the transactions contemplated under the Simona Framework Purchase Agreement be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the Simona Framework Purchase Agreement or the transactions contemplated thereby.”

* *For identification purpose only*

2. “**THAT** the framework materials sale and purchase agreement in relation to the purchase of sole materials (the “**Sanford Framework Purchase Agreement**”) dated 21 May 2007 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company and 東莞興泰鞋材有限公司 (Sanford International Co., Ltd.) and to be automatically renewed for a term of three years from 1 January 2010 to 31 December 2012, the transactions contemplated thereby and the expected annual caps of US\$8,500,000, US\$9,500,000 and US\$10,500,000 for each of the three years ending 31 December 2012, respectively, in respect of the transactions contemplated under the Sanford Framework Purchase Agreement be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the Sanford Framework Purchase Agreement or the transactions contemplated thereby.”

3. “**THAT** the framework materials sale and purchase agreement in relation to the purchase of sole materials (the “**Xintan Framework Purchase Agreement**”) dated 21 May 2007 (a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company and 東莞興騰鞋材有限公司 (Dongguan Xintan Footwear Co., Ltd.) and to be automatically renewed for a term of three years from 1 January 2010 to 31 December 2012, the transactions contemplated thereby and the expected annual caps of US\$26,000,000, US\$29,000,000 and US\$32,000,000 for each of the three years ending 31 December 2012, respectively, in respect of the transactions contemplated under the Xintan Framework Purchase Agreement be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the Xintan Framework Purchase Agreement or the transactions contemplated thereby.”

By order of the Board of
Stella International Holdings Limited
Kan Siu Yim
Company Secretary

Hong Kong, 11 December 2009

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Suites 3003-04, 30/F, Tower 2
The Gateway, 25 Canton Road
Tsimshatsui, Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (the “**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, then one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the executive Directors are Mr. Chiang Jeh-Chung, Jack, Mr. Shih Takuen, Daniel, Mr. Chao Ming-Cheng, Eric, Mr. Chen Li-Ming, Lawrence, Mr. Shieh Tung-Pi, Billy and Mr. Chi Lo-Jen, Stephen and the independent non-executive Directors are Mr. Chu Pao-Kuei, Mr. Ng Hak Kim, JP and Mr. Chen Johnny.